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AMENDMENTS TO THE CLAIMS

Please replace all prior versions and listings of claims with the amended claims as follows:

1. (Currently amended) A compound of formula I:

I

or a pharmaceutically acceptable salt thereof, wherein:

 W^1 is nitrogen or CH, W^2 is nitrogen or C-(U)_pR^U, and W^3 is nitrogen or C-(V)_qR^V; p and q are each independently 0 or 1;

 R^{U} and R^{V} are each independently R or Ar^{1} ;

U and V are each independently a bond or a C₁₋₆ alkylidene chain, wherein up to two methylene units of the chain are optionally and independently replaced by CO, CO₂, COCO, CONR, OCONR, NRNR, NRNRCO, NRCO, NRCO₂, NRCONR, SO, SO₂, NRSO₂, SO₂NR, NRSO₂NR, O, S, or NR;

each occurrence of R is independently hydrogen or an optionally substituted C₁-C₄ aliphatic, or two R bound to the same nitrogen atom are optionally taken together with the nitrogen atom to form a 3-7 membered saturated, partially unsaturated, or fully unsaturated ring having 0-2 additional heteroatoms independently selected from nitrogen, oxygen, or sulfur;

Art is a 5-7 membered saturated, partially unsaturated, or fully unsaturated monocyclic ring having 0-3 heteroatoms independently selected from nitrogen, oxygen, or sulfur, or an 8-12 membered saturated, partially unsaturated, or fully unsaturated bicyclic ring system having 0-5 heteroatoms independently selected from

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nitrogen, oxygen, or sulfur; wherein Ar¹ is optionally substituted with m independent occurrences of Z-R⁵; wherein m is 0-5, Z is a bond or is a C₁-C₆ alkylidene chain wherein up to two methylene units of Z are optionally replaced by CO, CO₂, COCO, CONR, OCONR, NRNR, NRNRCO, NRCO, NRCO₂, NRCONR, SO, SO₂, NRSO₂, SO₂NR, NRSO₂NR, O, S, or NR; and each occurrence of R⁵ is independently hydrogen, an optionally substituted aliphatic, heteroaliphatic, aryl or heteroaryl group, halogen, NO₂, CN, OR, SR, N(R)₂, NRCOR, NRCON(R)₂, NRCO₂R, COR, CO₂R, OCOR, CON(R)₂, OCON(R)₂, SOR, SO₂R, SO₂N(R)₂, NRSO₂R, NRSO₂N(R)₂, COCOR, or COCH₂COR;

 R^1 and R^2 are taken together and fused to ring B form a cyclic moiety selected from one of the following:

wherein each occurrence of R^X is independently hydrogen, QR, or Q_nAr¹; n is zero or one; and Q is an optionally substituted C₁₋₄ alkylidene chain wherein one methylene unit of Q is optionally replaced by CO, CO₂, COCO, CONR, OCONR, NRNR,

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NRNRCO, NRCO₂, NRCONR, SO, SO₂, NRSO₂, SO₂NR, NRSO₂NR, O, S, or NR;

 R^3 is halogen, QR, Q₀CN, Q₁NO₂, or Q₁Ar¹; and R^4 is Ar¹, or T-Ar¹:

wherein T is a C₁₋₂ alkylidene chain wherein one methylene unit of T is optionally replaced by CO, CO₂, COCO, CONR, OCONR, NRNR, NRNRCO, NRCO, NRCO₂, NRCONR, SO, SO₂, NRSO₂, NRSO₂NR, NRSO₂NR, O, S, or NR.

- 2. (Original) The compound of claim 1, wherein R^1 and R^2 taken together represent heterocycle i and R^2 is hydrogen or optionally substituted C_{1-6} aliphatic.
- 3. (Original) The compound of claim 1, wherein R^X is hydrogen, methyl, ethyl, propyl, n-butyl, tert-butyl, pentyl, cyclopentyl, hexyl, cyclohexyl, C_{1-6} alkyl substituted with $N(R)_2$, or C_{1-6} alkyl substituted with Ar^1 .
- 4. (Original) The compound of claim 1, wherein R^x is hydrogen, methyl, or C₁. ₂alkyl substituted with a group selected from optionally substituted phenyl, pyridyl, morpholino, piperidinyl, or piperazinyl.
- 5. (Original) The compound of claim 1, wherein R^3 is hydrogen, halogen, QR or QAr¹, wherein Q is a C_{1-3} alkylidene chain wherein one methylene unit of Q is optionally replaced by -O-, -S-, -NHCO-, or -NR-, and Ar¹ is an optionally substituted 5-6 membered saturated, partially unsaturated, or fully unsaturated ring having 0-2 heteroatoms independently selected from nitrogen, oxygen, or sulfur.
- 6. (Original) The compound of claim 1, wherein R³ is hydrogen, OH, OCH₃, OCH₂CH₃, NHCOMe, NH₂, NH(C₁₋₄ aliphatic), N(C₁₋₄ aliphatic)₂, O(CH₂)₂morpholin-4-yl, O(CH₂)₂NH₂, O(CH₂)₂NH(C₁₋₄ aliphatic), O(CH₂)₂N(C₁₋₄ aliphatic)₂, Br, Cl, or F.
- 7. (Original) The compound of claim 1, wherein R³ is hydrogen.

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8. (Original) The compound of claim 1, wherein R⁴ is a 6-membered saturated, partially unsaturated, or aryl ring having 0-3 nitrogens, a 9-10 membered bicyclic aryl ring having 0-2 nitrogen atoms, or a 5 membered heteroaryl ring having 2-3 heteroatoms independently selected from nitrogen, oxygen, or sulfur, wherein each ring is optionally substituted.

- 9. (Original) The compound of claim 1, wherein R⁴ is optionally substituted phenyl, cyclohexyl, naphthyl, pyridyl, pyrimidinyl, triazinyl, thiazolyl, thiadiazolyl, pyrazolyl, isoxazolyl, indazolyl, or benzimidazolyl.
- 10. (Original) The compound of claim 1, wherein R⁴ is an optionally substituted phenyl group.
- 11. (Original) The compound of claim 8, wherein each occurrence of Z is independently a bond or a C_{1-4} alkylidene chain wherein one methylene unit of Z is optionally replaced by -O-, -S-, -SO₂-, or -NH-; and each occurrence of R^5 is independently hydrogen, C_{1-6} aliphatic, halogen, NO₂, OR, N(R)₂, or optionally substituted phenyl, pyridyl, or pyrimidinyl.
- 12. (Original) The compound of claim 8, wherein each occurrence of ZR⁵ is independently Cl, F, Br, methyl, ethyl, t-butyl, isopropyl, cyclopropyl, nitro, CN, OMe, OEt, CF₃, NH₂, phenyl, benzyl, benzyloxy, OH, methylene dioxy, SO₂NH₂, CONH₂, CO₂Me, phenoxy, O-pyridinyl, SO₂phenyl, nitrophenoxy, aminophenoxy, Sdimethylpyrimidine, NHphenyl, NH-methoxyphenyl, pyridinyl, aminophenyl, phenol, chloro-fluoro-phenyl, dimethylaminophenyl, CF₃-phenyl, dimethylphenyl, chlorophenyl, fluorophenyl, methoxyphenoxy, chlorophenoxy, ethoxyphenoxy, and fluorophenoxy.

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- (Original) The compound of claim 1, wherein $(U)_p R^U$ and $(V)_q R^V$ are each 13. independently hydrogen, halogen, NO2, CN, OR, SR or N(R)2, or C1-4aliphatic optionally substituted with oxo, OR, SR, N(R)2, halogen, NO2 or CN.
- (Original) The compound of claim 1, wherein (U)_pR^U and (V)_qR^V are each 14. independently hydrogen, Me, OH, or OMe.
- (Original) The compound of claim 1, wherein W1 is N or CH and compounds 15. have the structure of Formula Ia or Ib:

or a pharmaceutically acceptable salt thereof.

Ia

(Original) The compound of claim 1, wherein R4 is an optionally substituted 16. phenyl group and compounds have the structure of Formula IIa or IIb:

HN
$$\mathbb{R}^{1}$$
 \mathbb{R}^{2} \mathbb{R}^{2} \mathbb{R}^{3} \mathbb{R}^{2} \mathbb{R}^{3} \mathbb{R}^{2}

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or a pharmaceutically acceptable salt thereof.

17. (Original) The compound of claim 1, wherein R³ is hydrogen, and compounds have the general structure of Formula IIIa or IIIb:

HN
$$R^1$$
 R^2
HIII

or a pharmaceutically acceptable salt thereof.

18. (Original) The compound of claim 1, wherein R³ is hydrogen, and R¹ and R² taken together represent the heterocycle i and compounds have the general structure of Formula IVa or IVb:

or a pharmaceutically acceptable salt thereof.

- 19. (Original) The compound of any one of claims 15, 16, 17 or 18, wherein
- i) R¹ and R² taken together represent the heterocycle i depicted above; where R^X is defined according to one of the following groups:
 - a. hydrogen or optionally substituted C₁₋₆aliphatic;

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- b. hydrogen, methyl, ethyl, propyl, n-butyl, tert-butyl, pentyl, cyclopentyl, hexyl, cyclohexyl, $C_{1-\delta}$ alkyl substituted with $N(R)_2$, or $C_{1-\delta}$ alkyl substituted with Ar^1 ; or
- c. hydrogen, methyl, or C_{1-2} alkyl substituted with a group selected from optionally substituted phenyl, pyridyl, morpholino, piperidinyl, or piperazinyl.
- ii) R³ is defined according to one of the following groups:
 - a. hydrogen, halogen, QR or QAr¹, wherein Q is a C₁₋₃ alkylidene chain wherein one methylene unit of Q is optionally replaced by -O-, -S-, NHCO-, or -NR-, and Ar¹ is an optionally substituted 5-6 membered saturated, partially unsaturated, or fully unsaturated ring having 0-2 heteroatoms independently selected from nitrogen, oxygen, or sulfur;
 - b. hydrogen, OH, OCH₃, OCH₂CH₃, NHCOMe, NH₂, NH(C₁₋₄ aliphatic), N(C₁₋₄ aliphatic)₂, O(CH₂)₂morpholin-4-yl, O(CH₂)₂NH₂, O(CH₂)₂NH(C₁₋₄ aliphatic), O(CH₂)₂N(C₁₋₄ aliphatic)₂, bromo, chloro, or fluoro; or
 - c. hydrogen;
- iii) R⁴ is defined according to one of the following groups:
 - a. a 6-membered saturated, partially unsaturated, or aryl ring having 0-3 nitrogens, a 9-10 membered bicyclic aryl ring having 0-2 nitrogens, or a 5 membered heteroaryl ring having 2-3 heteroatoms independently selected from nitrogen, oxygen, or sulfur, wherein each ring is optionally substituted:
 - b. an optionally substituted ring selected from phenyl, cyclohexyl, naphthyl, pyridyl, pyrimidinyl, triazinyl, thiazolyl, thiadiazolyl, pyrazolyl, isoxazolyl, indazolyl, or benzimidazolyl; or
 - c. an optionally substituted phenyl group;
- iv) W1, W2 and W3 are defined according to one of the following groups:
 - a. W¹ is nitrogen or CH, W² is nitrogen or C-(U)_pR^U, and W³ is nitrogen or C-(V)_pR^V;
 - b. W^1 is nitrogen or CH, W^2 is C-(U)_p R^U , and W^3 is C-(V)_q R^V ; or

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- c. W1 is nitrogen or CH and W2 and W3 are each CH; and
- v) $(U)_p R^U$ and $(V)_q R^V$ groups are defined according to one of the following groups:
 - a. hydrogen, halogen, NO₂, CN, OR, SR or N(R)₂, or C₁₋₄aliphatic optionally substituted with oxo, OR, SR, N(R)₂, halogen, NO₂ or CN;
 - b. hydrogen, Me, OH, OMe or N(R)2; or
 - c. both $(U)_p R^U$ and $(V)_q R^V$ are hydrogen.
- 20. (Original) The compound of claim 19, wherein each occurrence of Z is independently a bond or a C_{1-4} alkylidene chain wherein one methylene unit of Z is optionally replaced by -O-, -S-, -SO₂-, or -NH-; and each occurrence of R^5 is independently hydrogen, C_{1-6} aliphatic, halogen, NO_2 , OR, $N(R)_2$, or optionally substituted phenyl, pyridyl, and pyrimidinyl.
- 21. (Original) The compound of claim 19, wherein each occurrence of ZR⁵ is independently Cl, F, Br, methyl, ethyl, t-butyl, isopropyl, cyclopropyl, nitro, CN, OMe, OEt, CF₃, NH₂, phenyl, benzyl, benzyloxy, OH, methylene dioxy, SO₂NH₂, CONH₂, CO₂Me, phenoxy, O-pyridinyl, SO₂phenyl, nitrophenoxy, aminophenoxy, S-dimethylpyrimidine, NHphenyl, NH-methoxyphenyl, pyridinyl, aminophenyl, phenol, chloro-fluoro-phenyl, dimethylaminophenyl, CF₃-phenyl, dimethylphenyl, chlorophenyl, fluorophenoxy, or fluorophenoxy.
- 22. (Original) The compound of claim 1, having the formula IVa, wherein R^X is hydrogen or optionally substituted C₁₋₆aliphatic; m is 0, 1 or 2; and ZR⁵ is Cl. F. Br. methyl, ethyl, t-butyl, isopropyl, cyclopropyl, nitro, CN, OMe, OEt, CF3, NH2, phenyl, benzyl, benzyloxy, OH, methylene dioxy, SO2NH2, CONH2, CO2Me, phenoxy, Opyridinyl, SO₂phenyl, nitrophenoxy, aminophenoxy, S-dimethylpyrimidine, NHphenyl, NH-methoxyphenyl, pyridinyl, aminophenyl, phenol, chloro-fluoro-phenyl, dimethylaminophenyl, CF₃-phenyl, dimethylphenyl, chlorophenyl, fluorophenyl, methoxyphenoxy, chlorophenoxy, ethoxyphenoxy, or fluorophenoxy.

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23. (Original) The compound of claim 1, selected from one of the following compounds:

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- 24. (Original) A pharmaceutical composition comprising a compound according to claim 1, and a pharmaceutically acceptable carrier, adjuvant, or vehicle
- 25. (Canceled)
- 26. (Currently amended) A method of inhibiting JAK-3 kinase activity in:
 - (a) a patient; or
 - (b) a biological sample;

which method comprises administering to said patient, or contacting said biological sample with a compound of claim 1 or a composition comprising said compound of claim 24.

- 27. (Currently amended) A method of treating or lessening the severity of a disease or disorder selected from an immune response, an autoimmune disease, a neurodegenerative disease, or a solid or hematologic malignancy comprising administering to a subject in need thereof a compound of claim 1 or a composition comprising said compound of claim 24.
- 28. (Original) The method of claim 27, wherein the disease or disorder is selected from an allergic or type I hypersensitivity reaction, asthma, transplant rejection, graft versus host disease, rheumatoid arthritis, amyotrophic lateral sclerosis, multiple sclerosis, Familial amyotrophic lateral sclerosis (FALS), leukemia, or lymphoma.
- 29. (Original) The method of claim 28, comprising the further step of administering to said patient an additional therapeutic agent selected from a chemotherapeutic or anti-proliferative agent, a treatment for Alzheimer's Disease, a treatment for Parkinson's Disease, an agent for treating Multiple Sclerosis (MS), a treatment for asthma, an agent for treating schizophrenia, an anti-inflammatory agent, an immunomodulatory or immunosuppressive agent, a neurotrophic factor, an agent for treating cardiovascular

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disease, an agent for treating destructive bone disorders, an agent for treating liver disease, an agent for treating a blood disorder, or an agent for treating an immunodeficiency disorder, wherein:

said additional therapeutic agent is appropriate for the disease being treated; and said additional therapeutic agent is administered together with said composition as a single dosage form or separately from said composition as part of a multiple dosage form.